

EXHIBIT D

SEARS HOLDINGS



July 26, 2010

Paul Derr
[REDACTED]



Dear Paul,

Our Retiree Group Life Insurance Provider Is Changing

Sears Holdings recognizes the importance of life insurance protection for you and your family. We're pleased to inform you that we have selected The Prudential Insurance Company of America as our new life insurance provider only for The Sears Retiree Group Life Insurance Plan.

For over 90 years, Prudential has been a leader in the group insurance industry. They are a well recognized name in the insurance market and are known for their ability to deliver high quality products and services to their customers.

What Does This Change Mean To You?

Effective August 1, 2010, Prudential will underwrite and administer The Sears Retiree Group Life Insurance Plan offered by Sears Holdings. You will continue to receive this valuable benefit with no interruption and at no cost to you.

Enclosed with this letter are communications that will assist you in understanding this change to Prudential and provide you with contact information if you have any questions.

- ***Frequently Asked Questions and Answers.*** Review the list of *Frequently Asked Questions and Answers* to learn more about the life insurance provider change.
- ***Magnet.*** Place the magnet in a convenient location and use it as a reference for Prudential's customer service contact information.

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Life Insurance Provider Change Without RP -Retired

Who Should You Contact with Questions?

The Metropolitan Life Insurance Company will continue to process all life insurance benefit claims that occur on or before July 31, 2010. The Prudential Insurance Company of America will begin processing all Sears Retiree Group Life Insurance Plan claims that occur on or after August 1, 2010. To file a claim for benefits or if you have questions about your coverage, please contact the Retiree Service Center at **1-800-762-7327** and choose the Retiree Life Insurance option on the main menu.

Prudential's Customer Service Representatives will be available to respond to any questions you may have, beginning August 1st. Please call 1-800-762-7327 for assistance.

For additional information, review the enclosed *Frequently Asked Questions and Answers* document.

Remember, there are no changes to your Sears Retiree Group Life Insurance coverage. This letter is to notify you only of the change in our life insurance provider to The Prudential Insurance Company of America for The Sears Retiree Group Life Insurance Plan. No action is required on your part as a result of this change.

You will be receiving additional information regarding this change to The Prudential Insurance Company of America within the next 3 or 4 weeks.

Sincerely,

Sears Holdings Benefits Department

This is preliminary to the issuance of a booklet explaining the proposed coverage.

Please note: Every effort has been made to ensure that the information included in this letter is accurate. However, this letter is not a legal plan document. If there are any conflicts between the information presented in this letter and the legal plan document that governs each benefit plan, the legal plan documents will govern. Sears Holdings Corporation (including its affiliates) reserves the right to change or terminate any or all benefit plans at its discretion, subject to the 2001 Settlement Agreement. With respect to the coverage provided under the Sears Retiree Group Life Insurance Plan to covered retirees who made a proper claim under the 2001 Settlement Agreement for the litigation known as "In re Sears Retiree Group Life Insurance Litigation", Sears Holdings Corporation has agreed not to make any additional changes.

This letter is intended to serve as a summary of material modifications with respect to changes outlined under the benefit programs that constitute ERISA-governed employee benefit plans.

Sears Retiree Group Life Insurance Plan is issued by The Prudential Insurance Company of America, 751 Broad Street, Newark, NJ 07102. (Contract Series: 96945 and 83500). Prudential and the Rock logo are registered service marks of The Prudential Insurance Company of America, Newark, NJ.

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SEARS HOLDINGS



**Frequently Asked Questions and Answers
Change in Retiree Group Life Insurance Provider**

Q. Who will be the new provider of my Sears Retiree Group Life Insurance?

A. Your Sears Retiree Group Life Insurance will be underwritten and administered by The Prudential Insurance Company of America. For over 90 years, Prudential has been a leading provider of group insurance in the United States.

Q. When will this change be effective?

A. This change will be effective August 1, 2010.

Q. Will this change in provider affect my coverage?

A. No, there are no changes to your Retiree Group Life Insurance coverage.

Q. Will Sears Holdings continue to pay for my Sears Retiree Group Life Insurance coverage?

A. Yes. This insurance coverage is fully paid for by Sears Holdings.

Q. Do I need to take any action?

A. No action is required by you, unless you have questions, in which case you should call the Retiree Service Center at **1-800-762-7327** and select the Retiree Life Insurance option to be connected to a life insurance representative.

Q. To whom should claims be submitted?

A. If a death occurs on or before July 31, 2010, The Metropolitan Life Insurance Company will process and handle all eligible claims for benefits.

If a death occurs on or after August 1, 2010, The Prudential Insurance Company of America will process and handle all eligible claims for benefits.

Q. What happens if a claim for my Sears Retiree Group Life Insurance is in progress with The Metropolitan Life Insurance Company and the benefit is not paid by July 31, 2010?

A. If a claim is currently in progress with The Metropolitan Life Insurance Company and is not resolved by July 31, 2010, The Metropolitan Life Insurance Company will continue to handle and process that claim through completion, even past August 1, 2010.

Q. Whom should I contact if I have additional questions about my Sears Retiree Group Life Insurance?

A. If you have additional questions about your Sears Retiree Group Life Insurance, please contact the Retiree Service Center at **1-800-762-7327**. Choose the Retiree Life Insurance option to be connected to a life insurance representative.

Securian Financial Group, Inc. Securian
Life Insurance Company Minnesota Life
Insurance Company Group Customer
Service
400 Robert Street North
St. Paul, MN 55101-2098
1-888-628-8922

SEARS HOLDINGS CORPORATION

March 15, 2019

RICHARD BRUCE
145 S YORK ST UNIT 228
ELMHURST IL 60126

Notice – Termination of Retiree Group Life Insurance Plan

SEE REVERSE SIDE

An Important Update from Sears Holdings

Dear RICHARD BRUCE:
Policy: 0070040 Contract: 536579100000

We are writing to inform you that after a thorough review of the company's programs and offerings, Sears Holdings Corporation has made the difficult decision to terminate the life insurance coverage issued by Securian Life Insurance Company for Sears retirees. Therefore, your coverage will terminate effective March 15, 2019.

We recognize that this situation impacts you and your family. You will have an opportunity to convert all or a portion of your group life insurance coverage into an Individual Whole Life policy. No medical questions will be required.

Details Regarding Limited Conversion

The limited conversion right allows you to convert the coverage amount you previously had in force but not to exceed \$10,000. Converted coverage will be issued with an effective date of April 16, 2019.

The maximum coverage you can convert is **\$10,000**
Your estimated quarterly premium for this coverage amount is **\$921.90**

If you do not wish to keep this coverage, no action is needed.

If you wish to keep this coverage, you must take the following action to submit your conversion request:

- Complete the enclosed application and Identity Verification form
- Send **\$921.90** (your first three months of premiums) and your application directly to Securian Life Insurance Company
- The payment must be submitted by personal or cashier's check
- **Your completed application with check must be postmarked no later than April 16, 2019**

More information about the conversion process, premium rates, application forms, and frequently asked questions have been enclosed for your convenience.

Sincerely,

Sears Holdings Corporation

Frequently Asked Questions:

Why is my coverage terminating?

Sears Holdings Corporation will no longer provide life insurance benefits for retirees.

When is this termination effective?

Your group benefit terminated March 15, 2019.

What are my options?

- *Option 1: Do nothing and your benefit will terminate effective March 15, 2019.*
- *Option 2: Convert your previous coverage amount to an Individual policy (not to exceed \$10,000).*
- *Option 3: Convert to an Individual policy using a lower amount of coverage that suits your needs. You will make payments based on the coverage amount selected.*

What is the amount of coverage I can convert?

The limited conversion right allows you to convert the amount you previously had in force but not to exceed \$10,000. Any newly converted coverage will be provided via an Individual Whole Life policy.

How can I estimate the premium for a different coverage amount?

The enclosed packet includes instructions and rates for calculating your premium.

- *Your new premium will be calculated using your age on April 16, 2019.*
- *Premium rates provided in the packet are rates for every \$1,000 in coverage you apply for. If you are applying for \$5,000 in coverage, you need to take the rate in the packet and multiply it by 5 for each \$1,000 in coverage.*

How can I convert my coverage to a whole life policy?

1. *Complete the enclosed application AND Identity Verification form.*
2. *Enclose a personal or cashier's check for three months of premium.*
3. *If the ownership of the contract has been transferred to another owner/representative, that owner/representative must sign the documents to complete the conversion. Please provide copies of any supporting documents (Guardianship, Power Of Attorney, Certification of Trustee Authority, etc.).*

Is there a time limit to submit my conversion application?

Yes. Conversion applications must be postmarked no later than April 16, 2019.

What if I die before I have the chance to convert my insurance?

If you die during the conversion period (on or before April 16, 2019), your beneficiary will be eligible to receive the full amount of insurance that was available to you for conversion. If you die after April 16, 2019, there is no benefit payable unless you convert to an Individual Whole Life policy no later than April 16, 2019.

After converting my coverage, can I change my payment frequency?

Yes, after the Whole Life policy is issued you can pay premiums: Monthly (by EFT only), Quarterly, Semi-Annual or Annually.

What happens to my beneficiary designations on file?

A new beneficiary needs to be named on the application for the Individual Whole Life policy.